

**RATIFICATION OF THE BADAMI UNIT AGREEMENT  
AND  
THE BADAMI UNIT OPERATING AGREEMENT**

**RECEIVED**  
DEC 05 2012  
DIVISION OF  
OIL AND GAS

On November 16, 2012, SAVANT ALASKA, LLC ("SAVANT"), in its capacity as Operator of the Badami Unit, applied to the Alaska Department of Natural Resources ("DNR") Division of Oil and Gas for expansion of the Badami Unit ("Unit"). The expansion of the Unit area includes certain State of Alaska oil and gas leases held by AVCG, LLC ("AVCG"). Approval of the application for expansion would result in the inclusion of AVCG's leases into the Badami Unit.

BROOKS RANGE PETROLEUM CORPORATION, in its operating capacity as an affiliate of AVCG, acting on behalf of the working interest owners in those certain oil and gas leases ("AVCG Leases"), the working interest owners being AVCG, LLC, RAMSHORN INVESTMENTS, INC. ("Ramshorn"), and BROOKS RANGE DEVELOPMENT CORPORATION ("BRDC"), hereby supports the expansion of the Badami Unit to include the AVCG Leases. BROOKS RANGE PETROLEUM CORPORATION issues this Ratification to be made a part of the application for expansion of the Badami Unit, as required by Alaska Administrative Code.

The AVCG Leases are in the public record and are identified as follows: ADL 390825, ADL 391284, ADL 391285, ADL 391001, ADL 391376, and ADL 391378.

Therefore, taking full cognizance of the terms, conditions, recitals and stipulations contained in said Badami Unit Agreement and Badami Unit Operating Agreement, and subject to DNR approval of the application for expansion of the Badami Unit:

1. AVCG, Ramshorn, and BRDC do hereby adopt, ratify, and join and concur in and confirm the Badami Unit Agreement and the Badami Unit Operating Agreement, and agree to be bound by all terms, conditions, recitals and stipulations contained as they pertain to the AVCG Leases as if the same were set out fully and incorporated herein.


2. It is the intention of AVCG, Ramshorn, and BRDC that their execution of this instrument shall have the same force and effect as would their execution of the Badami Unit Agreement and the Badami Unit Operating Agreement.

3. This Ratification of the Badami Unit Agreement and Badami Unit Operating Agreement may be executed in multiple duplicate counterparts and each such counterpart shall have the same effect as the original hereof; provided, however, none of said counterparts shall be effective until all Parties hereto have executed and dated a counterpart hereof. Executed counterparts may be delivered via facsimile or electronically.


IN WITNESS WHEREOF, the undersigned have executed this Ratification on the dates set forth below, to be effective as of November 16, 2012.

**PARTIES:**

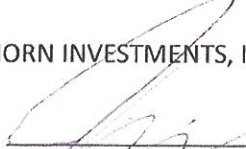
AVCG, LLC

By:   
Name: Thomas Haberman  
Title: Attorney-in-fact  
Date: 12-4-12

BROOKS RANGE DEVELOPMENT CORPORATION

By:   
Name: Bart Armfield  
Title: President  
Date: 11/28/2012

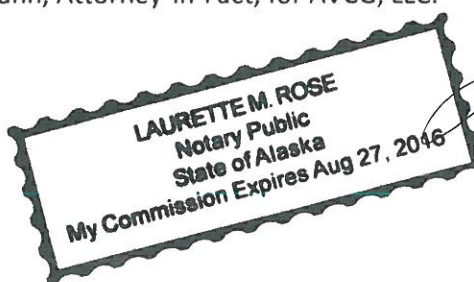
RAMSHORN INVESTMENTS, INC

By:   
Name: J.R. SMITH  
Title: PRESIDENT  
Date: 11/27/2012

STATE OF ALASKA )

THIRD JUDICIAL DISTRICT )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of December, 2012 by Thomas Habermann, Attorney-In-Fact, for AVCG, LLC.



Laurette M. Rose  
Notary Public in and for Alaska  
My Commission Expires: 8/26/12

STATE OF ALASKA )

THIRD JUDICIAL DISTRICT )

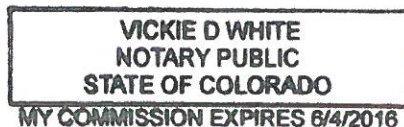
The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of November, 2012 by Bart Armfield, President for Brooks Range Development Corporation.



Laurette M. Rose  
Notary Public in and for Alaska  
My Commission Expires: 8/26/12

STATE OF Colorado )  
 )

The foregoing instrument was acknowledged before me this 21 day of November, 2012 by J. R. Smith,  
President, for Ramshorn Investments, Inc.



Vickie D. White  
Notary Public in and for  
My Commission Expires: June 4, 2016